

July 31, 2019

To,

General Manager, The Department of Corporate Services, 14 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Ltd. The listing compliance department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.	Sanjay Kumar Mutha, Company Secretary & Compliance Officer Future Lifestyle Fashions Limited "Knowledge House", Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (East), Mumbai, Maharashtra-400060
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DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

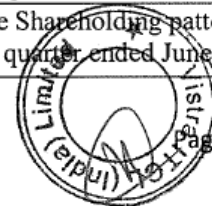
Part-A- Details of the Acquisition

1. Name of the Target Company (TC)	Future Lifestyle Fashions Limited ('Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra ITCL') (In its capacity as Debenture Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	40,13,000	2.06%	2.06%
c) Voting rights (VR) otherwise than by equity shares	-----	-----	-----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-----	-----	-----
Total (a+b+c+d)	40,13,000	2.06%	2.06%



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Details of acquisition			
a) Shares carrying voting rights acquired	----	----	----
b) VRs acquired/sold otherwise than by equity shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	----	----	----
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	4,53,16,085	23.27%	23.27%
Total (a+b+c+d)	4,53,16,085	23.27%	23.27%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	----	----	----
b) VRs otherwise than by equity shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	#40,13,000 ##4,53,16,085	2.06% 23.27%	2.06% 23.27%
Total (a+b+c+d)	4,93,29,085	25.33%	25.33%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Encumbrance 4,53,16,085 equity shares have a restriction on sale (other than for repayment); Undertaking to create a pledge on the shares on occurrence of identified events.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	equity shares		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	July 29, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	194,745,283 (As per the Shareholding pattern available on BSE website for the quarter ended June 2019)		
Equity share capital/ total voting capital of the TC after the said acquisition	194,745,283 (As per the Shareholding pattern available on BSE website for the quarter ended June 2019)		



Total diluted share/voting capital of the TC after the said acquisition	194,745,283 equity shares
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Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

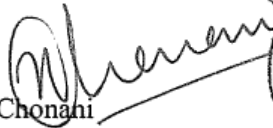
(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

#40,13,000 equity shares of the Company have been pledged with Vistra ITCL (India) Limited on October 11, 2018 in capacity as Debenture Trustee to secure the issue of Non-Convertible Debentures (NCDs) issued by Future Capital Investment Private Limited. No disclosure was made for such pledge since the aggregate number of shares pledged were less than 5% of the equity share capital of the Target Company.

##45,316,085 equity shares of the Company held by Ryka Commercial Ventures Private Limited, have been encumbered with Vistra ITCL (India) Limited in capacity as Debenture Trustee to secure the issue of Non-Convertible Debentures (NCDs) issued by Ryka Commercial Ventures Private Limited under Restriction on sale (other than for repayment); Undertaking to create a pledge on the shares on occurrence of identified events.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra ITCL in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited


Jatin Chonani
 Compliance Officer



Place: Mumbai
 Encl.: As above



DEPUTY GENERAL MANGER
CORPORATION-FINANCE DEPARTMENT
E-mail : amitt@sebi.gov.in
Tel. (Direct): 26449373

भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India

CFD/PCI/CB/OWI/23475/14
August 08, 2014

IL&FS Trust Company Limited
IL&FS Financial center
Plot no. C-22, G Block, 5th floor
Bandra Kurla Complex
Bandra East
Mumbai-400051

K.A.: Mr. Narendra Joshi, General Counsel and Compliance Officer

Sir,

Sub: Clarification under SEBI(Substantial Acquisition of shares and Takeovers) Regulations, 2011(herein referred to as " Regulations").

1. This has reference to your letter dated August 05, 2014 seeking clarification, inter-alia, as to whether the beneficiary should alone be responsible for compliance with the reporting requirements under the Regulations
2. We have considered the submissions made by you in your letter under reference and our views on the issue are as under:
 - a. The primary onus of complying with the relevant provisions of the Regulations should be either on the entity with whom the shares are pledged (which can be invoked at a later stage only by the entity or under its instructions and the beneficial voting rights will then vest with that entity) or the beneficial owners of the shares and not on the Trustee.
 - b. However, the Trustee should make it clear to their clients that the onus for compliance with requirements under the Regulations is on them. Further, if the Trustee has reasons to believe that some entities are persons acting in concert in a particular scrip for which it is holding shares in Trust, the onus should be on the Trustee to require the clients to make appropriate disclosures in this regard and he shall not facilitate non-compliance in any manner.
3. This letter is being issued with the approval of the competent authority.

Yours faithfully,


AMIT TANDON



सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.पी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
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